

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

NOVUS, INC.,
PARFOIS PR, LLC,

Plaintiff,

v.

DDR DEL SOL LLC. S.E.;
DDR ESCORIAL, LLC. S.E.;
DDR ISABELA, LLC. S.E.;
DDR CAYEY, LLC. S.E.;
DDR RIO HONDO, LLC. S.E.;
DDR DEL NORTE, LLC. S.E.;
DDR PALMA REAL, LLC. S.E.,

Defendants.

CIVIL NO.

NOTICE OF REMOVAL;
DECLARATORY JUDGMENT; UNJUST
ENRICHMENT; RESOLUTION OF
CONTRACT

NOTICE OF REMOVAL

TO THE HONORABLE COURT:

PLEASE TAKE NOTICE that, pursuant to 28 U.S.C. §§ 1332, 1441 & 1446, DDR del Sol LLC. S.E., DDR Escorial LLC. S.E., DDR Isabela LLC. S.E., DDR Cayey LLC. S.E., DDR Río Hondo LLC. S.E., DDR Del Norte LLC. S.E. and DDR Palma Real, LLC. S.E. (hereinafter referred as “Defendants” or “DDR”) hereby remove to this Honorable United States District Court the local court action described below.

1. On October 20, 2020, DDR received a Complaint, dated October 16, 2020, filed by Novus Inc. and Parfois PR, LLC, (hereinafter referred as “Plaintiffs” or “Novus”) before the Court of First Instance, San Juan Part, and assigned case number SJ2020CV05613 (the “Commonwealth Court Action”).

STANDARD FOR REMOVAL

2. Defendants file this Notice of Removal pursuant to 28 U.S.C. § 1441, providing that “any action brought in the state court of which the district courts of the United States have original jurisdiction, may be removed,” and pursuant to 28 U.S.C. § 1446(b), providing that notice of removal “shall be filed within thirty days after the receipt by the defendant, through service or otherwise, of a copy of the initial pleading.”

3. Defendants are filing this Notice of Removal within thirty (30) days of receipt of a copy of the Complaint served. Accordingly, removal of this action is timely under 28 U.S.C. § 1441 & 1446(c).

4. The Commonwealth Court Action is a civil action over which this Court has original jurisdiction under the provisions of 28 U.S.C. § 1332 because Plaintiffs are organized pursuant to the laws of the Commonwealth of Puerto Rico and all of the defendants are considered to be citizens of a state other than Puerto Rico, to wit:

a. According to the Complaint, Section II, paragraph 3, Plaintiff Novus Inc. is a corporation organized under the laws of the Commonwealth of Puerto Rico, and its principal place of business is in Guaynabo, Puerto Rico. Plaintiff is therefore a citizen of the Commonwealth of Puerto Rico under 28 U.S.C. § 1332(c).

b. According to the Complaint, co-plaintiff Parfois PR, LLC is a company organized under the laws of the Commonwealth of Puerto Rico, and its principal place of business is in Guaynabo, Puerto Rico. Plaintiff is therefore a citizen of the Commonwealth of Puerto Rico under 28 U.S.C. § 1332(c).

c. DDR Del Sol LLC, S.E. is a limited liability company organized and existing under the laws of the State of Ohio, with principal place of business in Ohio. Defendant’s

DDR del Sol, LLC, S.E. sole member is RVT PR Mezz Borrower 1 LLC, whose sole member is RVT PR Mezz Borrower 2 LLC, whose sole member is RVT PR Mezz Borrower 3 LLC, whose sole member is DDR PR Ventures III LLC, whose sole member is RVI Holdco LLC, that is owned by Retail Value Inc. a corporation registered under the laws of Ohio and its principal place of business is in Ohio. Defendant's DDR Del Sol LLC, S.E., is therefore a citizen of the state of Ohio under 28 U.S.C. § 1332(c) and has diverse citizenship with the plaintiff.

d. DDR Escorial LLC, S.E. is a limited liability company organized and existing under the laws of the State of Ohio, with principal place of business in Ohio. Defendant's DDR Escorial, LLC, S.E. sole member is RVT PR Mezz Borrower 1 LLC, whose sole member is RVT PR Mezz Borrower 2 LLC, whose sole member is RVT PR Mezz Borrower 3 LLC, whose sole member is DDR PR Ventures III LLC, whose sole member is RVI Holdco LLC, that is owned by Retail Value Inc. a corporation registered under the laws of Ohio and its principal place of business is in Ohio. Defendant's DDR Escorial LLC, S.E., is therefore a citizen of the state of Ohio under 28 U.S.C. § 1332(c) and has diverse citizenship with the plaintiff.

e. DDR Isabela LLC, S.E. is a limited liability company organized and existing under the laws of the State of Ohio, with principal place of business in Ohio. Defendant's DDR Isabela, LLC, S.E. sole member is RVT PR Mezz Borrower 1 LLC, whose sole member is RVT PR Mezz Borrower 2 LLC, whose sole member is RVT PR Mezz Borrower 3 LLC, whose sole member is DDR PR Ventures III LLC, whose sole member is RVI Holdco LLC, that is owned by Retail Value Inc. a corporation registered under the laws of Ohio and its principal place of business is in Ohio. Defendant's DDR Isabela LLC,

S.E., is therefore a citizen of the state of Ohio under 28 U.S.C. § 1332(c) and has diverse citizenship with the plaintiff.

f. DDR Cayey LLC, S.E. is a limited liability company organized and existing under the laws of the State of Ohio, with principal place of business in Ohio. Defendant's DDR Cayey, LLC, S.E. sole member is RVT PR Mezz Borrower 1 LLC, whose sole member is RVT PR Mezz Borrower 2 LLC, whose sole member is RVT PR Mezz Borrower 3 LLC, whose sole member is DDR PR Ventures III LLC, whose sole member is RVI Holdco LLC, that is owned by Retail Value Inc. a corporation registered under the laws of Ohio and its principal place of business is in Ohio. Defendant's DDR Cayey LLC, S.E., is therefore a citizen of the state of Ohio under 28 U.S.C. § 1332(c) and has diverse citizenship with the plaintiff.

g. DDR Rio Hondo LLC, S.E. is a limited liability company organized and existing under the laws of the State of Ohio, with principal place of business in Ohio. Defendant's DDR Rio Hondo, LLC, S.E. sole member is RVT PR Mezz Borrower 1 LLC, whose sole member is RVT PR Mezz Borrower 2 LLC, whose sole member is RVT PR Mezz Borrower 3 LLC, whose sole member is DDR PR Ventures III LLC, whose sole member is RVI Holdco LLC, that is owned by Retail Value Inc. a corporation registered under the laws of Ohio and its principal place of business is in Ohio. Defendant's DDR Rio Hondo LLC, S.E., is therefore a citizen of the state of Ohio under 28 U.S.C. § 1332(c) and has diverse citizenship with the plaintiff.

h. DDR Del Norte LLC, S.E. is a limited liability company organized and existing under the laws of the State of Ohio, with principal place of business in Ohio. Defendant's DDR Norte, LLC, S.E. sole member is RVT PR Mezz Borrower 1 LLC, whose sole

member is RVT PR Mezz Borrower 2 LLC, whose sole member is RVT PR Mezz Borrower 3 LLC, whose sole member is DDR PR Ventures III LLC, whose sole member is RVI Holdco LLC, that is owned by Retail Value Inc. a corporation registered under the laws of Ohio and its principal place of business is in Ohio. Defendant's DDR Del Norte LLC, S.E., is therefore a citizen of the state of Ohio under 28 U.S.C. § 1332(c) and has diverse citizenship with the plaintiff.

i. DDR Palma Real LLC, S.E. is a limited liability company organized and existing under the laws of the State of Ohio, with principal place of business in Ohio. Defendant's DDR Palma Real, LLC, S.E. sole member is RVT PR Mezz Borrower 1 LLC, whose sole member is RVT PR Mezz Borrower 2 LLC, whose sole member is RVT PR Mezz Borrower 3 LLC, whose sole member is DDR PR Ventures III LLC, whose sole member is RVI Holdco LLC, that is owned by Retail Value Inc. a corporation registered under the laws of Ohio and its principal place of business is in Ohio. Defendant's DDR Palma Real LLC, S.E., is therefore a citizen of the state of Ohio under 28 U.S.C. § 1332(c) and has diverse citizenship with the plaintiff.

COMPLIANCE WITH PROCEDURAL REQUIREMENTS

5. Venue is proper in this Court, as this is the Court for the district in which the Commonwealth Court Action was pending. 28 U.S.C. § 1441(a).

6. This is a matter over which this Honorable Court would have original jurisdiction pursuant to 28 U.S.C. §1332(a), the diversity jurisdiction statute, because the parties are diverse; and the matter in controversy involves a request for declaratory judgment allowing the early termination of eleven (11) lease agreements that in rent alone far exceeds the \$75,000 statutory threshold.

7. Pursuant to 28 U.S.C. § 1446, this Notice is accompanied by a category sheet and copies of all pleadings, summons, motions, and orders that DDR was able to obtain through the electronic docket system of the Puerto Rico Courts (SUMAC) in the Commonwealth Court Action. Pursuant to Local Rule 5(g) all documents not in the English language which are presented or filed as exhibits must be accompanied by a certified translation into English. We are including and submitting all documents filed at State Court together with their respective certified translation. These documents are described as follow: Complaint (Exhibit 1), filed Summons to DDR Rio Hondo LLC, S.E. (Exhibit 2), filed Summons to DDR Palma Real LLC, S.E. (Exhibit 3), filed Summons to DDR Isabela LLC, S.E. (Exhibit 4), filed Summons to DDR Escorial LLC, S.E. (Exhibit 5), filed Summons to DDR Del Sol LLC, S.E. (Exhibit 6), filed Summons to DDR Cayey LLC, S.E. (Exhibit 7), filed Summons to DDR Del Norte LLC, S.E. (Exhibit 8), Motion in Compliance with Order (Exhibit 9), Motion to Court File with served Summonses (Exhibit 10), Notification of Order for October 19, 2020 (Exhibit 11) and Notification of Order for October 21, 2020 (Exhibit 12).

8. Upon filing of this Notice, Defendants will give written notice thereof to Plaintiff's counsel and will file an informative motion together with a copy of this Notice with the Clerk of the Superior Court of the Commonwealth of Puerto Rico using the electronic filing system of said Court.

WHEREFORE, Defendants DDR del Sol LLC. S.E., DDR Escorial LLC. S.E., DDR Isabela LLC. S.E., DDR Cayey LLC. S.E., DDR Río Hondo LLC. S.E., DDR Del Norte LLC. S.E. and DDR Palma Real, LLC. S.E. hereby remove the above-captioned action to the United States District Court for the District of Puerto Rico, and respectfully request that this court assume

jurisdiction over the action to the exclusion of any further proceedings in the Commonwealth court until and unless this Court rules otherwise.

CERTIFICATE: I hereby certify that on this date, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification to the attorneys of record. An electronic copy of these documents will be emailed to counsel for the plaintiff.

RESPECTFULLY SUBMITTED.

Dated: November 13, 2020

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